

RECORDATION NO. 24460-A FILED

MAY 20 03 8-30AM

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

May 19, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of May 16, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: Railcar, Ltd.  
1201 Peachtree Street, N.E.  
400 Colony Square, Suite 1101  
Atlanta, Georgia 30361

Assignee: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

A description of the railroad equipment covered by the enclosed document is:

23 locomotives bearing RMPX reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams  
May 19, 2003  
Page Two

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

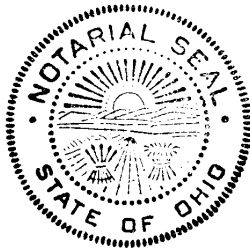
RWA/anm  
Enclosures

ASSIGNEE:  
THE ANDERSONS, INC.

By: Gary Smith  
Printed Name: GARY SMITH  
Title: V. P. Fin. & Treas.

State of OHIO, County of LUCAS

On May 16, 2003, before me personally appeared GARY Smith, to me personally known, who being by me duly sworn says that he/~~she~~ is V.P. Finance: Treasurer of The Andersons, and that he/~~she~~ executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie A. Dibble  
Notary Public

My commission expires:

JULIE ANN DIBBLE  
[NOTARIAL SEAL] Notary Public, State of Ohio  
Commission Expires 8-20-05

EXHIBIT A TO MEMORANDUM OF LEASE

This is Exhibit A to the Memorandum of Lease dated May 16, 2003 between Railcar, Ltd., as Lessor, and RailTex, Inc., as Lessee

*DESCRIPTION OF LOCOMOTIVES*

Two (2) used EMD GP 38-2 locomotives bearing the following reporting marks and numbers:

RMPX 000001  
RMPX 000002

Sixteen (16) used EMD GP 40-2 locomotives bearing the following reporting marks and numbers:

RMPX 006412  
RMPX 006415  
RMPX 006424  
RMPX 009420  
RMPX 009426  
RMPX 009431  
RMPX 009441  
RMPX 009443  
RMPX 009457  
RMPX 009464  
RMPX 009490  
RMPX 009514  
RMPX 009520  
RMPX 009610  
RMPX 009645  
RMPX 009661

Five (5) used EMD SW 1500 locomotives bearing the following reporting and marks and numbers:

RMPX 002482  
RMPX 002525  
RMPX 002602  
RMPX 002680  
RMPX 002687

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (the "Assignment") is made and entered into as of May 16, 2003, by and between Railcar, Ltd. ("Assignor") and The Andersons, Inc. ("Assignee").

Assignor, Railcar, Ltd., as Lessor, Railtex, Inc., as Lessee, and RailAmerica, Inc., as Guarantor, have heretofore entered into that certain Master Lease Agreement dated as of December 28, 2000, and the related Schedule No. 2 and Schedule No. 3, both dated as of September 19, 2001 (collectively, the "Lease") pertaining to the locomotives described therein (the "Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 simultaneously with this Assignment and assigned recordation number \_\_\_\_\_.

Concurrently herewith, Assignor has assigned to Assignee all right title and interest in and to the Equipment and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment to be executed as of the date first above written.

RECORDATION NO. 24460-A FILED

MAY 20 03 8-30 AM

SURFACE TRANSPORTATION BOARD

ASSIGNOR:  
RAILCAR, LTD.

By: Jeffrey Edelman  
Printed Name: Jeffrey Edelman  
Title: Senior Vice President - Finance

State of Georgia, County of Fulton

On May 13, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Senior Vice President, of Railcar, Ltd. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Myra A. [Signature]  
Notary Public  
My commission expires: 5-29-03

[NOTARIAL SEAL]

[Signatures continue on next page]

EXHIBIT A TO MEMORANDUM OF LEASE

This is Exhibit A to the Memorandum of Lease dated May 16, 2003 between Railcar, Ltd., as Lessor, and RailTex, Inc., as Lessee

*DESCRIPTION OF LOCOMOTIVES*

Two (2) used EMD GP 38-2 locomotives bearing the following reporting marks and numbers:

RMPX 000001  
RMPX 000002

Sixteen (16) used EMD GP 40-2 locomotives bearing the following reporting marks and numbers:

RMPX 006412  
RMPX 006415  
RMPX 006424  
RMPX 009420  
RMPX 009426  
RMPX 009431  
RMPX 009441  
RMPX 009443  
RMPX 009457  
RMPX 009464  
RMPX 009490  
RMPX 009514  
RMPX 009520  
RMPX 009610  
RMPX 009645  
RMPX 009661

Five (5) used EMD SW 1500 locomotives bearing the following reporting and marks and numbers:

RMPX 002482  
RMPX 002525  
RMPX 002602  
RMPX 002680  
RMPX 002687